BYLAWS of the SAN DIEGO CHAPTER

of the

NATIONAL INVESTOR RELATIONS INSTITUTE

Article I – General

1. **Name**. The name of this organization shall be the San Diego Chapter of the National Investor Relations Institute ("NIRI"), hereinafter called the "Chapter." The Chapter functions as a regional division of the National Investor Relations Institute (NIRI).
2. **Territory and Location**. The Chapter will operate and serve members within the territory approved by NIRI, and its Principal Office will be located in such place as determined by the Chapter's Board of Directors.
3. **Purposes**. The Chapter shall promote the common interest of individuals engaged in the profession of investor relations in accordance with NIRI's objectives. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by NIRI.
4. **Restrictions**. All policies and activities of the Chapter are consistent with:
    a. applicable federal, state and local antitrust, trade regulation, or other requirements; and
    b. applicable to tax-exemption requirements imposed on NIRI, including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II – Membership

1. **Membership Eligibility.**
    a. Membership in the Chapter is limited to individuals in good standing of NIRI who are in compliance with NIRI's rules and regulations and who have paid membership dues to the Chapter.
    b. Revocation or suspension of membership by NIRI shall automatically constitute revocation or suspension of membership in the Chapter.
2. **Regular Membership**. Regular voting membership is limited to qualified individuals who pay applicable dues established by the Board of Directors.
3. **Resignation**. A member may resign from the Chapter by submitting a written resignation to the President of the Board of Directors; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.
4. **Expulsion/Termination**. A member is automatically expelled without action of the Board of Directors for failure to pay applicable dues for more than ninety (90) days, or failure to meet the eligibility requirements for membership. The Board of Directors will have the power to suspend or withdraw the privilege of membership in the Chapter or take other appropriate disciplinary action with regard to a member if this action is approved by at least two-thirds of the members of the Board.

Article III – Membership Meetings and Voting

1. **Membership Meetings**. Meetings of the membership are held at least six (6) times per year, at times and places determined by the Board of Directors. Special Chapter meetings may be held at any time at the discretion of the Chapter officers.
2. **Notice**. Notice of membership meetings are to be given to voting members at least twenty (20) days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means.

3. **Voting**. Whenever the members vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. A quorum for membership voting is twenty-five (25) percent of the voting members.

Article IV – Chapter Officers

1. **Officers**. Officers of the Chapter shall be a President, Executive Vice President, Vice President-Programs/Professional Development, Vice President-Membership, Vice President-Communications, Vice President-Sponsorship, Vice President-Secretary, Vice President-Treasurer, and any other Officers as determined by the Board of Directors. The Board of Directors shall define the roles and obligations of each Officer (Officer Roles and Responsibilities have been made a part of these Chapter Bylaws as Addendum A). The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. However, the office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both).
2. **Composition and Election**. Officers of the Chapter must be at least 21 years of age and members in good standing of the Chapter. Officers are elected by a majority of the members voting where a quorum is present; the Board of Directors determines the nomination and election procedures (see Article VI, 2. Nominating Committee); nomination and election procedures are published on the Chapter website.
3. **Term of Service and Term Limits**. Officer term of service shall be one (1) year in duration. Officers may not serve more than two consecutive terms in the same office position, or more than four consecutive years as an officer, regardless of position, whether by election, appointment or resumption of office. However, an officer may serve two consecutive one (1) year terms in one position and then stand for election to a different officer position in the third consecutive year. Terms coincide with the fiscal year established by the Board of Directors.

   An officer who has served four consecutive years may be invited by the current Board of Directors to serve in a non-elected, non-voting advisory capacity for a maximum of (1) year. This (1) year term would be in addition to the maximum term of service of four consecutive years.

   An officer or director who has served four consecutive (1) year terms of service is eligible for re-election to the Board after a waiting period of two years.
4. **Vacancies**. Vacancies among the Officers are filled, for the balance of the term of office, by the Board of Directors.
5. **Resignation or Removal**. An officer of the Chapter may resign his/her officer position at any time by providing written notice to the Chapter President or Executive Vice President. Resignation as an officer does not alter regular chapter membership. A resigning officer may be invited by the President or Executive Vice President, with the agreement of a majority of Directors, to serve as a Director-at-Large for the balance of the officer term.

   An Officer may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision.
6. **Compensation**. Officers do not receive compensation for their services but may be reimbursed for expenses.

Article V – Board of Directors

1. **Directors.** The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors' duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all

powers of the Chapter. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.

2. **Composition and Election.** The Board of Directors is composed of the elected Officers of the Chapter and any additional Directors elected by the membership. Directors must be at least 21 years of age and members in good standing of the Chapter. Directors are elected by a majority of the members voting where a quorum is present; the Board of Directors determines the nomination and election which will be published on the Chapter website. The Board shall consist of a minimum of eight (8) and a maximum of ten (10) directors, including a minimum of six (6) officers.
3. **Term of Service and Term Limits**. Director terms shall be one (1) year in duration. Directors may not serve more than two consecutive terms in the same director position, whether by election, appointment, or resumption of office. However, a director may serve two consecutive one (1) year terms in one position and then stand for election to a different director position but may not serve more than two consecutive one (1) year terms. The total terms of service for any director is four (4) consecutive years. Terms coincide with the fiscal year established by the Board of Directors.
4. **Vacancies.** Vacancies among Directors are filled, for the balance of the term, by the Board of Directors.
5. **Meetings and Voting.** Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply:
    a. Meetings of the Board of Directors are called by the President. Meetings may be held telephonically or electronically as long as each Director can hear the others.
    b. A majority of Directors form a quorum; a majority of votes are required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted.
    c. Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by all Directors who voted in support of the action, and describes the action taken and authorized.
6. **Removal or Resignation.** A Director of the Chapter may resign from the Board at any time by providing written notice to the President or Executive Vice President. Resignation from the Board does not alter chapter membership. A Director may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Director proposed to be removed not voting. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. Any removal or resignation of a person as a Director, where such person is also an Officer of the Chapter, automatically results in that person's removal or resignation as an Officer.
7. **Compensation.** Directors do not receive compensation for their services but may be reimbursed for expenses.

Article VI – Committees

The Board of Directors may establish various committees to carry on the affairs of the Chapter. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given the authority of the Board of Directors.

1. **Standing Committees**. The Chapter shall operate a standing committee system organized on a functional basis and chaired by the officer responsible for that function. Each officer has the power to appoint a committee to assist in carrying out the responsibilities of his/her office.

The strategic objectives of the committee system are to foster chapter leadership development and succession, while its operational objectives are to nurture and refine the talents and interests of chapter members at all levels of experience.

Committees may be formed, disbanded and restructured for any business purpose to support Chapter operations, subject to and under the direction of the Chapter officers.

2. **Nominating Committee**. A nominating committee separate from the standing committees shall be formed forty-five (45) days prior to the annual election of Chapter officers and directors. The nominating committee shall consist of the current Chapter President, serving as chairman and such other chapter members as the president shall appoint to the committee. The annual election of officers and directors shall be held no later than May 30.

   The nominating committee shall name a qualified nominee for the position of each officer and director whose term is expiring. The committee shall ensure that each nominee has been contacted and agrees to serve if elected. Any chapter member in good standing also may be nominated for office by means of petition signed by not less than ten (10) percent of the total number of chapter members in good standing. To be valid, such petition shall be presented to the nominating committee no later than May 15 or fifteen (15) days prior to the Chapter annual election.

   The Vice President-Secretary shall be responsible for the distribution of the annual Chapter election ballot to all members via mail, email, fax or other available electronic means at least twenty (20) calendar days before the Chapter election.

   Election shall be by a majority vote of the members in good standing who vote in the election.

3. **Audit Committee**. The Board of Directors will appoint two (2) or three (3) non-board members to review the financials of the Chapter. The audit committee will meet at least twice per year. The results of the committee's findings will be shared with the full Board of Directors.

Article VII – Miscellaneous

1. **Charter**. The Chapter, its Officers, Directors, and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by NIRI.
2. **Books and Records**. The Chapter must keep books and records of its financial accounts, meeting minutes, and membership list (with names and addresses) at its Principal Office. The Chapter will make those books and records available to NIRI at any time.
3. **Fiscal Year**. The fiscal year of the Chapter will be the first of June to the following end of May.
4. **Annual Report to NIRI**. The Chapter will submit an Annual Report to NIRI by February 15 of each year that includes the Chapter's Financial Report, and any other document or report required by NIRI.
5. **Contracts**. The Board of Directors may authorize any Director, Officer, agent or employee, to enter into or execute any contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter's credit, or to render the Chapter liable for any purpose or amount.
6. **Conflict-of-Interest Policy**. The Board of Directors shall adopt a Conduct of Conduct that applies to all Officers and Directors of the Chapter.
7. **Amendments**. Amendments to these Bylaws are made by (a) a majority of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors.
8. **Assets of Chapter and Dissolution**. No member of the Chapter has any right, title, or interest in or to the Chapter's assets. Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations must be transferred from the Chapter's bank account to NIRI (as such assets are at all times the property of NIRI). In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or employee of the Chapter.

9. **Indemnification of Officers, Directors and Others.** The Chapter shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Chapter against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Chapter; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the Chapter and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

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ADDENDUM “A”

Roles and Responsibilities of Officers

1. **President.** The President is the senior executive officer of the chapter and is responsible for providing overall leadership, direction of Chapter affairs, and acting as a liaison with the NIRI National Board, staff and other chapters. Responsibilities include:

    - Work with the Board to set annual goals.
    - Implement the annual plan and evaluate performance periodically.
    - Assure continuing chapter leadership development and orderly officer succession.
    - Planning and presiding over officers/board meetings.
    - Working with the Vice President-Secretary to maintain the Chapter’s bylaws.
    - Preside over Chapter meetings.
    - Coordinate activities with and among Chapter officers and directors.
    - Oversee Chapter Awards entry each Spring.
    - Serve as a local ambassador to the financial and related business associations.
    - Participate in chapter goal setting.
    - Transition information and records to newly elected President at end of term.

2. **Executive Vice President (to President)**. The Executive Vice President is responsible for working with the President in Chapter goal setting and helping ensure implementation of the annual plan and programs throughout the year. The EVP position was created to assist the current president, as well as prepare the EVP (incoming president) for the responsibilities he or she will incur the following year.

3. **Vice President-Programs/Professional Development**. The Vice President-Programs/Professional Development’s core responsibilities are:

    - Plan, develop, and execute all Chapter business programs, including monthly meetings and any special seminars and events, including social events.
    - Determine program topics.
    - Arrange the format and speaker(s) for meetings.
    - Draft program publicity for monthly meeting notices with the Vice President-Communications.
    - Coordinate delivery of any sponsor-related program benefits (e.g., reserved tables, remarks, or speaking slots) with the VP–Sponsorship.
    - Participate in chapter goal setting.
    - Transition program/professional development information and records to newly elected VP–Programs/Professional Development at end of term.

4. **Vice President-Membership**. The Vice President-Membership’s core responsibilities are:

    - Develop and execute on-going programs relating to membership retention and new member recruitment.
    - Maintain a current and potential members database.
    - Mail information packets to potential members.
    - Welcome guests at meetings.
    - Work with the VP-Programs/Professional Development to create programs to retain existing members.
    - Work with VP-Communications to increase awareness of NIRI within the business community.
    - Publish and distribute a Chapter membership directory no less than once per year.
    - Form/manage Membership committee, as needed.

- Participate in annual Chapter goal setting.
- Transition membership information and records to newly elected VP–Membership at end of term.

5. **Vice President-Communications**. The Vice President-Communications' core responsibilities are:

   - Maintain/increase communications to Chapter membership, Chapter officers, NIRI National, and to the public.
   - Reserve space for meeting facilities.
   - Draft program publicity and monthly meeting notices with VP-Programs/Professional Development.
   - Coordinate distribution of monthly meeting notices with VP-Membership.
   - Ensure sponsor recognition and benefits across communications (meeting notices, website, signage, slides) in collaboration with the VP–Sponsorship at end of term.
   - Advise VP-Programs/Professional Development and VP-Treasurer of the number of attendees prior to meetings.
   - Furnish name tags for attendees at Chapter meeting.
   - Forming/managing Communications Committee, as needed.
   - Participate in Chapter goal setting.

6. **Vice President-Secretary**. The Vice President-Secretary's core responsibilities are:

   - Act as the secretary for all officer/board meetings.
   - Record meeting minutes and distributes to Board members within (7) business days of the Board meeting.
   - Work with the President to maintain and update the Chapter's bylaws and any other corporate governance documents, including the Chapter's Code of Conduct and the Conflict of Interest and Annual Disclosure policies, as needed.
   - Participate in Chapter goal setting.

7. Transition meeting and corporate governance information and records to newly elected VP–Secretary at end of term.**Vice President–Sponsorship**. The Vice President–Sponsorship is responsible for developing and delivering the Chapter's sponsorship program and revenue plan. Core responsibilities are:

   - Develop the annual sponsorship strategy, categories, pricing, and benefits in consultation with the Board.
   - Build and manage a pipeline of prospective and renewing sponsors; conduct outreach and negotiations; prepare/coordinate agreements.
   - Coordinate delivery of sponsor benefits (e.g., logo placement, acknowledgments, passes, tables, and optional speaking opportunities) in collaboration with the VP–Programs/Professional Development and VP–Communications.
   - Manage in-kind sponsorships (venues, catering, giveaways) and valuation of benefits.
   - Maintain accurate sponsor records (contacts, commitments, agreements, fulfillment status).
   - Provide sponsor status updates at Board meetings and a year-end sponsorship report.
   - Ensure compliance with the Chapter's Code of Conduct and Conflict-of-Interest Policy for all sponsors and benefits.
   - Support sponsor invoicing and collections by supplying terms, contacts, and status to the VP–Treasurer; monitor payment status.
   - Participate in Chapter goal setting.
   - Transition sponsorship information and records to newly elected VP–Sponsorship at end of term.

8. **Vice President-Treasurer**. The Vice President-Treasurer is responsible for maintaining the sound financial position of the Chapter, receipt and disbursement of Chapter funds, and maintain bank and other financial records and provide financial reports at officers/board meetings. Core responsibilities are:

   - Collect fees at regular Chapter meetings and provide receipts for attendees.
   - Follow up and collect fees from non-attendees who have confirmed attendance.

- Invoice and collect vendor sponsor fees in coordination with the VP–Sponsorship (for sponsor terms, contacts, and tracking).
- Coordinate the collection of local Chapter dues with NIRI National.
- Invoice/collect local dues from members, as appropriate.
- Prepare and submit annual report for NIRI National by the February 15 deadline.
- Participate in Chapter goal setting.
- Transition financial information and records to newly elected Treasurer at end of term.

The Vice President-Treasurer, President, and Executive Vice President of the Chapter shall each be individually authorized to sign checks drawn on or otherwise disburse chapter funds held in any depository up to a maximum of $5,000. Checks and/or disbursements of the SAN DIEGO CHAPTER funds in excess of $5,000 will require any two of the above referenced authorized signatories.